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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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JOHNSON & JOHNSON, a New Jersey :  
Corporation, :  
Plaintiff, : Civil Action No. 06 CV 7685 (GEL)  
: :  
- against - :  
: :  
GUIDANT CORPORATION, an Indiana :  
Corporation, BOSTON SCIENTIFIC :  
CORPORATION, a Delaware Corporation, and :  
ABBOTT LABORATORIES, an Illinois :  
Corporation, :  
Defendants. :  
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**NOTICE OF MOTION AND MOTION OF  
DEFENDANTS GUIDANT CORPORATION AND BOSTON SCIENTIFIC  
CORPORATION TO DISMISS PLAINTIFF'S COMPLAINT**

PLEASE TAKE NOTICE that defendants Guidant Corporation and Boston Scientific Corporation (“Defendants”) hereby move this Court, before the Honorable Gerard E. Lynch, at the United States District Court for the Southern District of New York, 500 Pearl Street, New York, NY 10007, for an order dismissing plaintiff’s complaint without leave to replead, and granting such other and further relief as the Court deems just and proper.

This motion is made pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure on the grounds that (1) no claim for breach of contract has been stated, (2) no claim

has been stated for breach of an implied duty of good faith and fair dealing, and (3) the complaint fails to state a claim for tortious interference with contract.

This motion is based upon Defendants' memorandum of law filed contemporaneously herewith, the accompanying declaration of John Gueli and the exhibits annexed thereto, all the papers and pleadings on file in this action, such matters and facts of which the Court may take judicial notice, and the argument of counsel herein.

Dated: New York, New York  
November 15, 2006

SHEARMAN & STERLING LLP

By: /s/ John Gueli  
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